

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

SAMUEL I. KOENIG, Derivatively on
Behalf of BUTTERFLY NETWORK, INC.
F/K/A LONGVIEW ACQUISITION
CORPORATION I

Plaintiff,

vs.

TODD M. FRUCHTERMAN,
JONATHAN M. ROTHBERG, LARRY
ROBBINS, DAWN CARFORA, ELAZER
EDELMAN, JOHN HAMMERGREN,
GIANLUCA PETTITI, LOUISE
PHANSTIEL, and ERICA SCHWARTZ,

Defendants,

- and -

BUTTERFLY NETWORK, INC. F/K/A
LONGVIEW ACQUISITION
CORPORATION I

Nominal Defendant.

Case No.: 1:22-cv-00825-MN

STIPULATION AND ORDER

WHEREAS, on June 21, 2022, Plaintiff Samuel I. Koenig (“Plaintiff”) filed a stockholder derivative complaint (the “Complaint”) in the United States District Court for the District of Delaware on behalf of Butterfly Network, Inc. F/K/A Longview Acquisition Corporation I (“Butterfly” or the “Company”) against Todd M. Fruchterman, Jonathan M. Rothberg, Larry Robbins, Dawn Carfora, Elazer Edelman, John Hammergren, Gianluca Pettiti, Louise Phanstiel, and Erica Schwartz (the “Individual Defendants”) and Nominal Defendant Butterfly (together with Individual Defendants, the “Defendants”) in the above-captioned case (the “Derivative Action”);

WHEREAS, counsel for Plaintiff and Defendants (the “Parties”) have conferred regarding the status of the Derivative Action and the appropriate next steps;

WHEREAS, the Derivative Action involves overlapping parties and factual allegations with a related federal securities class action captioned *Rose v. Butterfly Network, Inc., et al.*, No. 2:22-cv-00854 (D. N.J.), in which lead plaintiff Craig M. Rose asserts federal securities law violations against Butterfly, Longview Acquisition Corp., Todd M. Fruchterman, Stephanie Fielding, Jonathan M. Rothberg, John Rodin, Larry Robbins, Mark Horowitz, Westley Moore, Derek Cribbs and Randy Simpson seeking recovery of investment losses suffered by

purchasers of Butterfly stock during the period February 16, 2021 through November 15, 2021 (the “Securities Class Action”);

WHEREAS, based upon the overlapping parties and factual allegations contained in the Derivative Action and the Securities Class Action, and to avoid the unnecessary expenditure of judicial resources, the Parties have agreed, subject to this Court’s approval, to temporarily stay proceedings in the Derivative Action.

NOW, THEREFORE, it is hereby STIPULATED and ORDERED that:

1. Defendants agree that their undersigned counsel shall be deemed to have accepted service of the Complaint on their behalf in the Derivative Action as of the date of this Stipulation;

2. All proceedings in the Derivative Action, including any obligation to respond to the operative complaint, and all discovery obligations under applicable rules, shall be stayed until there is a ruling on the motion to dismiss in the Securities Class Action. If the court grants the motion to dismiss with leave to amend and the plaintiffs in the Securities Class Action file an amended securities class action complaint, this Derivative Action shall remain stayed until the Court rules on a motion to dismiss the amended securities class action complaint;

3. Any Party may terminate the stay upon 30-days’ notice to all Parties;

4. Defendants shall promptly notify Plaintiff if and when they become aware of any derivative lawsuits filed in any forum following entry of this

Stipulation and Order, or any stockholder books and records or litigation demands, that allege the same, similar or related misconduct as that alleged in the Derivative Action;

5. Should a later-filed derivative action as described in paragraph 4 above be filed, Defendants shall promptly notify Plaintiff if a court does not stay a related derivative lawsuit for the same or a longer duration;

6. If another stockholder (using separate counsel from Plaintiff's counsel) files a separate stockholder derivative lawsuit after pursuing a books-and-records inspection demand pursuant to 8 *Del. C.* § 220 concerning the same, similar or related subject matter as the Derivative Action, Defendants agree to provide to Plaintiff the books and records produced to the other stockholder upon Plaintiff's execution of a confidentiality agreement that is acceptable to Defendants;

7. During the stay, Defendants shall include Plaintiff in any settlement mediation or conference for the Securities Class Action or any related derivative action;

8. During the stay, Plaintiff may file an amended complaint, but Defendants need not answer, move, or otherwise respond thereto during the pendency of the stay;

9. Within thirty (30) days after the stay is lifted for any reason, the Parties shall meet and confer and submit a proposed schedule to the Court;

10. This Stipulation is without prejudice to the right of any Defendant to raise any and all arguments or defenses concerning the claims raised in the Derivative Action. By entering into this Stipulation, each Defendant preserves all objections and challenges of any kind;

11. This Stipulation is without prejudice to the right of Plaintiff to raise any and all arguments or claims. By entering into this Stipulation, Plaintiff preserves all claims of any kind;

12. This stay shall not apply to any motions, stipulations, or any other related filings pertaining to the consolidation of any related stockholder derivative actions and/or appointment of lead plaintiff(s) and lead and liaison counsel; and

13. All deadlines and hearings will be postponed until after the stay is lifted.

August 12, 2022

COOCH AND TAYLOR, P.A.

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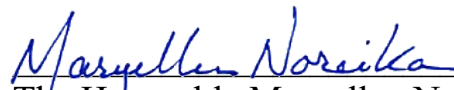
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Schwartz and Nominal Defendant Butterfly
Network, Inc.*

SO ORDERED this 15th day of August 2022.


The Honorable Maryellen Noreika
United States District Judge